

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026
f/k/a General Motors Corp., <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors.	:	Honorable Robert E. Gerber
	:	
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**ORDER PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE
AUTHORIZING THE EXTENDED RETENTION AND EMPLOYMENT OF
THE STUART MAUE FIRM AS CONSULTANT TO THE FEE EXAMINER**

Upon the application (the “**Application**”) of the Fee Examiner for an order, pursuant to the *Stipulation and Order With Respect to Appointment of a Fee Examiner* [Docket No. 4708], and 11 U.S.C. § 327, authorizing the Fee Examiner to continue to retain Stuart Maue as a consultant for the purpose of assisting in the review and analysis of all interim and final fee applications filed in this case by retained professionals, and upon the Supplemental Affidavit of W. Andrew Dalton, annexed to the Application as **Exhibit A**; and notice of the Application having been given as set forth in the Notice of Presentment; and it appearing that such notice is due and sufficient and that no further or other notice is required; and the Court being satisfied that Stuart Maue does not hold or represent an interest adverse to the Debtors’ estates and that Stuart Maue is a “disinterested person” as that term is defined under section 101(14) of the Bankruptcy Code, and that the extended employment of Stuart Maue is necessary and in the best interests of the Fee Examiner and these cases; and the Court having determined that the legal and factual basis set forth in the Application establishes just cause for the relief granted; and, after due deliberation and sufficient cause appearing, therefor, accordingly,

IT IS HEREBY ORDERED THAT:

1. Subject to the terms and conditions of this Order, the Application is granted.
2. The terms not otherwise defined herein shall have the meaning ascribed to them in the Application.
3. The Fee Examiner is authorized to extend the employment and retention of Stuart Maue as consultant to the Fee Examiner on the terms and conditions set forth in the Application and this Order with respect to services rendered by Stuart Maue in reviewing and analyzing fee applications of retained professionals for the third interim compensation period commencing February 1, 2010 through May 31, 2010. Any further extension of Stuart Maue's retention must be approved by a separate order of this Court.
4. Stuart Maue shall be compensated and reimbursed for its expenses consistent with the *Order Granting Application of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3711].
5. To the extent that the Application is inconsistent with this Order, the terms of this Order shall control.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
July 20, 2010.

s/ Robert E. Gerber
Hon. Robert E. Gerber
United States Bankruptcy Judge

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